

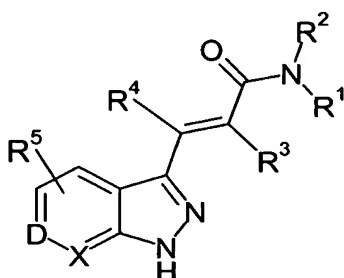
Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

In the Claims:

What is claimed is:

1. (Original) A compound of Formula (I):



(I)

or a salt, solvate, or physiologically functional derivative thereof:

wherein:

D is C-R and X is N, or

D is N and X is C-R, or

D is C-R and X is C-R,

where each R is independently selected from hydrogen, halo, cyano, or C₁-C₆ alkyl;

R¹ is a group defined by -(Q)_m-(Q¹)_n-(Q²)_p, wherein;

Q is arylene or heteroarylene, and m is 0 or 1,

Q¹ is O(CH₂)_q, (CH₂)_r C(O), or S(O)₂, and

n is 0 or 1,

q is 0, 1, 2, 3, or 4, and

r is 1, 2, 3, or 4,

Q² is C₁-C₆ alkyl, C₃-C₇ cycloalkyl, -OH, C₁-C₃ alkoxy, NR⁶R⁷, aryl, aryloxy, heteroaryl, heterocyclyl, or R⁹R¹⁰, and p is 0 or 1

R² is -H, or C₁-C₆ alkyl; or

R¹ and R² together with the nitrogen to which they are attached form a ring system, said ring system being a substituted or unsubstituted heterocyclyl or heterocyclic spiro ring system;

R³ is -H or C₁-C₃ alkyl;

R⁴ is -H or C₁-C₃ alkyl;

R⁵ is -H, halo, -CN, -OH, C₁-C₃ alkyl, C₁-C₃alkoxy, -NO₂, aryl, or NR'R'';

R⁶ is -H or C₁-C₆ alkyl;

R⁷ is -H, C₁-C₆ alkyl, C₃-C₇ cycloalkyl, -R⁹R¹⁰, aralkyl, heterocyclyl, or -C(O)R⁸;

R⁸ is hydrogen or C₁-C₆ alkyl;

R⁹ is C₁-C₆ alkylene or heterocyclylene;

R¹⁰ is C₁-C₆ alkoxy, aryl, aralkyl, heteroaryl, aryloxy, heterocyclyl, -C(O)OR⁸, -C(O)R⁸, or -C(O)NR'R'';

R' is -H or C₁-C₆ alkyl;

R'' is -H, C₁-C₆ alkyl, -C(O)R''', -S(O)₂R''', or C(O)NHR'''; and

R''' is C₁-C₆ alkyl, aryl, aralkyl, heteroaryl, or heterocyclyl.

2. (Original) A compound as claimed in claim 1, wherein D is N.

3. (Original) A compound as claimed in claim 1, wherein D is C-R and R is H.

4. (Original) A compound as claimed in claim 1, wherein X is N.
5. (Original) A compound as claimed in claim 1, wherein X is C-R and R is H.
6. (Original) A compound as claimed in claim 1, wherein D is N, X is C-R, and R is H.
7. (Original) A compound as claimed in claim 1, wherein D is C-R, R is H, and X is N.
8. (Original) A compound as claimed in claim 1, wherein X is C-R, D is C-R, and each R is H.
9. (Original) A compound as claimed in claim 1, wherein m and n are 0, p is 1 and R^1 is $-(Q^2)$.
10. (Original) A compound as claimed in claim 1, wherein m and p are 1, n is 0 and R^1 is $-(Q)-(Q^2)$.
11. (Original) A compound as claimed in claim 1, wherein m, n, and p are 1, and R^1 is $-(Q)-(Q^1)-(Q^2)$.
12. (Original) A compound as claimed in claim 1, wherein m and p are 1 and Q is arylene.
13. (Original) A compound as claimed in claim 1, wherein m and p are 1 and Q is heteroarylene.
14. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q^1 is $O(CH_2)_q$, where q is 0, 1, 2, 3, or 4.

15. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q¹ is (CH₂)_r and where r is 1, 2, 3, or 4.

16. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q¹ is C(O).

17. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q¹ is S(O)₂.

18-39 (Cancelled).

40. (Original) A compound as claimed in claim 1, selected from the group consisting of:

(2E)-N-(1,3-benzothiazol-6-yl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-(3,4-dimethyl-5-isoxazolyl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-(2-cyanophenyl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(6-methoxy-3-pyridinyl)-2-propenamide;

(2E)-N-(3-chlorophenyl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-(2,3-dihydro-1H-inden-5-yl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-[4-(dimethylamino)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-(3-cyclopropyl-1-methyl-1H-pyrazol-5-yl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(5-quinolinyl)-2-propenamide;

(2E)-N-[3-(acetylamino)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(3,4,5-trimethoxyphenyl)-2-propenamide;

(2E)-N-(3-benzoylphenyl)-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-[3-chloro-4-(4-morpholinyl)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-{5-[(diethylamino)sulfonyl]-2-methoxyphenyl}-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-{4-[2-(diisopropylamino)ethoxy]-3-methoxyphenyl}-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[(2-phenoxyethyl) amino]ethoxy}phenyl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-{3-methoxy-4-[2-(4-morpholinyl)ethoxy]phenyl}-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[(2-methoxyethyl)amino]-ethoxy}phenyl)-2-propenamide;

(2E)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[methyl(propyl)amino]ethoxy}phenyl)-2-propenamide;

(2E)-N-[4-(2-{[2-(4-chlorophenyl)ethyl]amino}ethoxy)-3-methoxyphenyl]-3-(1H-indazol-3-yl)-2-propenamide;

ethyl 4-{[2-(4-{[(2E)-3-(1H-indazol-3-yl)-2-propenoyl]amino}-2-methoxyphenoxy)ethyl]amino}-1-piperidine carboxylate;

(2E)-N-{4-[2-(4-acetyl-1-piperazinyl)ethoxy]-3-methoxyphenyl}-3-(1H-indazol-3-yl)-2-propenamide;

(2E)-N-benzyl-3-(1H-indazol-3-yl)prop-2-enamide;

(2E)-3-(1H-indazol-3-yl)-N-isobutylprop-2-enamide;

(2E)-3-(1H-indazol-3-yl)-N-(3-morpholin-4-ylpropyl)prop-2-enamide;

(2E)-N-[2-(4-chlorophenyl)ethyl]-3-(1H-indazol-3-yl)prop-2-enamide;

ethyl 1-[(2E)-3-(1H-indazol-3-yl)prop-2-enoyl]piperidine-4-carboxylate;

3-[(1E)-3-(4-benzylpiperidin-1-yl)-3-oxoprop-1-enyl]-1H-indazole;

(2E)-N-ethyl-3-(1H-indazol-3-yl)-N-(pyridin-4-ylmethyl)prop-2-enamide;

8-[(2E)-3-(1H-indazol-3-yl)prop-2-enoyl]-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;

3-[(1E)-3-oxo-3-(4-pyrazin-2-ylpiperazin-1-yl)prop-1-enyl]-1H-indazole;

METHYL 4-(((2E)-3-(1H-INDAZOL-3-YL)PROP-2-ENOYL)AMINO)BENZOATE;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoic acid;

methyl 3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoate;

3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoic acid;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(2-pyridin-3-ylethyl)benzamide;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-methyl-N-(2-pyridin-2-ylethyl)benzamide;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-methyl-N-(1-methylpyrrolidin-3-yl)benzamide;

3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(2-morpholin-4-ylethyl)benzamide;

(2E)-N-(3-((4-benzylpiperazin-1-yl)carbonyl)phenyl)-3-(1H-indazol-3-yl)prop-2-enamide; and

N-ethyl-3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(pyridin-4-ylmethyl)benzamide

or a salt, solvate, or physiologically functional derivative thereof.

41. (Currently amended) A pharmaceutical composition, comprising: a therapeutically effective amount of a compound as claimed in claim 1 ~~any one of claims 1 to 40~~, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.

42. (Currently amended) A method of treating a disorder in a mammal, said disorder being mediated by at least one of inappropriate SGK-1 activity, comprising: administering to said mammal a therapeutically effective amount of a compound as claimed in claim 1 ~~any one of claims 1 to 40~~, or a salt, solvate, or a physiologically functional derivative thereof.

43-44 (Cancelled)